

Fill in this information to identify the case:

United States Bankruptcy Court for the:

Western District of North Carolina
(State)

Case number (if known): _____ Chapter 11

☐ Check if this is an amended filing

Official Form 201

Voluntary Petition for Non-Individuals Filing for Bankruptcy

04/16

If more space is needed, attach a separate sheet to this form. On the top of any additional pages, write the debtor's name and the case number (if known). For more information, a separate document, *Instructions for Bankruptcy Forms for Non-Individuals*, is available.

1. Debtor's name Bestwall LLC

2. All other names debtor used in the last 8 years Georgia-Pacific LLC, a Texas limited liability company
Georgia-Pacific LLC, a North Carolina limited liability company
Include any assumed names, trade names, and *doing business* as names

3. Debtor's federal Employer Identification Number (EIN) 3 7 - 1 8 6 5 8 1 5

4. Debtor's address Principal place of business Mailing address, if different from principal place of business

100 Peachtree Street, N.W.
Number Street

Number Street

P.O. Box

Atlanta Georgia 30303
City State ZIP Code

City State ZIP Code

Location of principal assets, if different from principal place of business

Fulton County
County

100 Buckeye Drive
Number Street

Mt. Holly North Carolina 28120
City State ZIP Code

5. Debtor's website (URL) www.donlinrecano.com/bestwall

6. Type of debtor ☒ Corporation (including Limited Liability Company (LLC) and Limited Liability Partnership (LLP))
☐ Partnership (excluding LLP)
☐ Other. Specify: _____

Debtor Bestwall LLC Case number (if known) _____
Name

7. Describe debtor's business

A. Check one:

- ☐ Health Care Business (as defined in 11 U.S.C. § 101(27A))
☐ Single Asset Real Estate (as defined in 11 U.S.C. § 101(51B))
☐ Railroad (as defined in 11 U.S.C. § 101(44))
☐ Stockbroker (as defined in 11 U.S.C. § 101(53A))
☐ Commodity Broker (as defined in 11 U.S.C. § 101(6))
☐ Clearing Bank (as defined in 11 U.S.C. § 781(3))
☒ None of the above

B. Check all that apply:

- ☐ Tax-exempt entity (as described in 26 U.S.C. § 501)
☐ Investment company, including hedge fund or pooled investment vehicle (as defined in 15 U.S.C. § 80a-3)
☐ Investment advisor (as defined in 15 U.S.C. § 80b-2(a)(11))

C. NAICS (North American Industry Classification System) 4-digit code that best describes debtor. See <http://www.uscourts.gov/four-digit-national-association-naics-codes>.

5 5 1 1

8. Under which chapter of the Bankruptcy Code is the debtor filing?

Check one:

- ☐ Chapter 7
☐ Chapter 9

☒ Chapter 11. Check all that apply:

- ☐ Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,566,050 (amount subject to adjustment on 4/01/19 and every 3 years after that).
☐ The debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). If the debtor is a small business debtor, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return or if all of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).
☐ A plan is being filed with this petition.
☐ Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).
☐ The debtor is required to file periodic reports (for example, 10K and 10Q) with the Securities and Exchange Commission according to § 13 or 15(d) of the Securities Exchange Act of 1934. File the *Attachment to Voluntary Petition for Non-Individuals Filing for Bankruptcy under Chapter 11* (Official Form 201A) with this form.
☐ The debtor is a shell company as defined in the Securities Exchange Act of 1934 Rule 12b-2.

☐ Chapter 12

9. Were prior bankruptcy cases filed by or against the debtor within the last 8 years?

☒ No

☐ Yes. District _____ When _____ Case number _____
MM / DD / YYYY
District _____ When _____ Case number _____
MM / DD / YYYY

If more than 2 cases, attach a separate list.

10. Are any bankruptcy cases pending or being filed by a business partner or an affiliate of the debtor?

☒ No

☐ Yes. Debtor _____ Relationship _____
District _____ When _____
MM / DD / YYYY
Case number, if known _____

List all cases. If more than 1, attach a separate list.

Debtor Bestwall LLC Case number (if known) _____
Name

11. Why is the case filed in *this* district?

Check all that apply:

- ☒ Debtor has had its domicile, principal place of business, or principal assets in this district for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other district.
- ☐ A bankruptcy case concerning debtor's affiliate, general partner, or partnership is pending in this district.

12. Does the debtor own or have possession of any real property or personal property that needs immediate attention?

- ☒ No
- ☐ Yes. Answer below for each property that needs immediate attention. Attach additional sheets if needed.

Why does the property need immediate attention? (Check all that apply.)

- ☐ It poses or is alleged to pose a threat of imminent and identifiable hazard to public health or safety.
What is the hazard? _____
- ☐ It needs to be physically secured or protected from the weather.
- ☐ It includes perishable goods or assets that could quickly deteriorate or lose value without attention (for example, livestock, seasonal goods, meat, dairy, produce, or securities-related assets or other options).
- ☐ Other _____

Where is the property?

Number _____ Street _____

City _____ State _____ ZIP Code _____

Is the property insured?

- ☐ No
- ☐ Yes. Insurance agency _____
- Contact name _____
- Phone _____

Statistical and administrative information

13. Debtor's estimation of available funds

Check one:

- ☒ Funds will be available for distribution to unsecured creditors.
- ☐ After any administrative expenses are paid, no funds will be available for distribution to unsecured creditors.

14. Estimated number of creditors

- | | | |
|----------------------------------|--|--|
| <input type="checkbox"/> 1-49 | <input type="checkbox"/> 1,000-5,000 | <input type="checkbox"/> 25,001-50,000 |
| <input type="checkbox"/> 50-99 | <input type="checkbox"/> 5,001-10,000 | <input checked="" type="checkbox"/> 50,001-100,000 |
| <input type="checkbox"/> 100-199 | <input type="checkbox"/> 10,001-25,000 | <input type="checkbox"/> More than 100,000 |
| <input type="checkbox"/> 200-999 | | |

15. Estimated assets

- | | | |
|--|--|---|
| <input type="checkbox"/> \$0-\$50,000 | <input type="checkbox"/> \$1,000,001-\$10 million | <input checked="" type="checkbox"/> \$500,000,001-\$1 billion |
| <input type="checkbox"/> \$50,001-\$100,000 | <input type="checkbox"/> \$10,000,001-\$50 million | <input type="checkbox"/> \$1,000,000,001-\$10 billion |
| <input type="checkbox"/> \$100,001-\$500,000 | <input type="checkbox"/> \$50,000,001-\$100 million | <input type="checkbox"/> \$10,000,000,001-\$50 billion |
| <input type="checkbox"/> \$500,001-\$1 million | <input type="checkbox"/> \$100,000,001-\$500 million | <input type="checkbox"/> More than \$50 billion |

Debtor Bestwall LLC Case number (if known) _____
Name

16. Estimated liabilities
- | | | |
|--|--|---|
| <input type="checkbox"/> \$0-\$50,000 | <input type="checkbox"/> \$1,000,001-\$10 million | <input checked="" type="checkbox"/> \$500,000,001-\$1 billion |
| <input type="checkbox"/> \$50,001-\$100,000 | <input type="checkbox"/> \$10,000,001-\$50 million | <input type="checkbox"/> \$1,000,000,001-\$10 billion |
| <input type="checkbox"/> \$100,001-\$500,000 | <input type="checkbox"/> \$50,000,001-\$100 million | <input type="checkbox"/> \$10,000,000,001-\$50 billion |
| <input type="checkbox"/> \$500,001-\$1 million | <input type="checkbox"/> \$100,000,001-\$500 million | <input type="checkbox"/> More than \$50 billion |

Request for Relief, Declaration, and Signatures

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

17. Declaration and signature of authorized representative of debtor

- ☐ The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.
- ☐ I have been authorized to file this petition on behalf of the debtor.
- ☐ I have examined the information in this petition and have a reasonable belief that the information is true and correct.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on 11/02/2017
MM / DD / YYYY

X

/s/ J. Joel Mercer, Jr.

Signature of authorized representative of debtor

J. Joel Mercer, Jr.

Printed name

Title Chief Legal Officer and Secretary

18. Signature of attorney

X

/s/ Gregory M. Gordon

Signature of attorney for debtor

Date 11/02/2017

MM / DD / YYYY

Gregory M. Gordon
Printed name

Jones Day
Firm name

2727 North Harwood Street, Suite 500
Number Street

Dallas
City

Texas 75201
State ZIP Code

(214) 220-3939
Contact phone

gmkgordon@jonesday.com
Email address

08435300
Bar number

Texas
State

**BESTWALL LLC,
a North Carolina limited liability company**

Resolutions of the Board of Managers

WHEREAS, the Board of Managers (the "Board") of Bestwall LLC, a North Carolina limited liability company (the "Company"), has: (a) regularly and carefully reviewed the materials and other information presented by the management and the advisors of the Company regarding the Company's asbestos-related liabilities, current and projected financial position and other relevant information; (b) thoroughly evaluated the Company's strategic alternatives, including a possible restructuring; (c) conferred with the Company's management and advisors regarding these matters; and (d) determined that the filing of a voluntary petition for relief under chapter 11 of title 11 of the United States Code (the "Bankruptcy Code") is in the best interests of the Company and its stakeholders; and

WHEREAS, in connection therewith, the Board has selected Tyler L. Woolson, currently Vice President of the Company, to serve as the chief restructuring officer for the Company;

NOW THEREFORE, BE IT:

Chapter 11 Filing

RESOLVED, that in the judgment of the Board it is desirable and in the best interests of the Company, its creditors and other interested parties, that the Company seek relief under the Bankruptcy Code;

FURTHER RESOLVED, that the Company be, and it hereby is, authorized to file a voluntary petition (the "Petition") for relief under chapter 11 of the Bankruptcy Code (the "Chapter 11 Case"), in the United States Bankruptcy Court for the Western District of North Carolina or such other court as each "Authorized Person" (as defined below) shall determine to be appropriate (the "Bankruptcy Court") and perform any and all such acts as are reasonable, advisable, expedient, convenient, proper or necessary to effect any of the foregoing, the performance of such acts to constitute conclusive evidence of the reasonableness, advisability, expedience, convenience, appropriateness or necessity thereof;

FURTHER RESOLVED, that the Authorized Persons be, and each of them hereby is, authorized, directed and empowered, in the name and on behalf of the Company, to: (a) execute, acknowledge, deliver and verify the Petition and all other ancillary documents, and cause the Petition to be filed with the Bankruptcy Court and make or cause to be made prior to execution thereof any modifications to the Petition or ancillary documents as, in any Authorized Person's judgment, may be necessary, desirable or appropriate to carry out the intent and accomplish the purposes of these resolutions; (b) execute, acknowledge, deliver, verify and file or cause to be filed all petitions, schedules, statements, lists, motions, complaints, declarations, applications, notices and other papers or documents necessary or desirable in connection with the foregoing; (c) execute, acknowledge, deliver and verify any and all other documents necessary, desirable or

appropriate in connection therewith and to administer the Chapter 11 Case in such form or forms as any Authorized Person may approve; and (d) cause the Company's direct subsidiary to take any action consistent with these resolutions; and the actions of any Authorized Person taken pursuant to this resolution, including the execution, acknowledgment, delivery, verification or filing of the Petition and all ancillary documents and all other schedules, statements, lists, motions, complaints, declarations, applications, notices and other papers or documents, shall be conclusive evidence of such Authorized Person's approval and the necessity, desirability or appropriateness thereof;

FURTHER RESOLVED, that, pursuant to Section 57D-3-22 of the North Carolina Limited Liability Company Act and Section 3.04 of the Amended and Restated Operating Agreement of the Company, dated as of November 1, 2017 (the "Operating Agreement"), Tyler L. Woolson be, and he hereby is, appointed to serve as an officer of the Company denominated as the Chief Restructuring Officer (the "CRO"), until his successor as CRO has been duly qualified and appointed or until his earlier death, resignation or removal, with such service to be in addition to his current service as Vice President of the Company;

FURTHER RESOLVED, that (a) the CRO shall perform such duties as may be prescribed by the Board, under whose supervision he shall be; (b) the CRO shall perform the usual and customary duties that pertain to such office and generally exercise such other powers and duties as the Board may further prescribe from time to time; and (c) the CRO shall generally assist in the administration of the Chapter 11 Case by executing, acknowledging, delivering, verifying and filing or causing to be filed such petitions, schedules, statements, lists, motions, complaints, declarations, applications, notices and other papers or documents as are reasonable, advisable, expedient, convenient, appropriate or necessary in connection with the Chapter 11 Case (with the taking of such action by the CRO to constitute conclusive evidence of the reasonableness, advisability, expedience, convenience, appropriateness or necessity thereof), except in cases where such action shall be expressly and exclusively delegated by the Board or the Operating Agreement to some other officer or agent of the Company or shall be required by Legal Requirement (as defined in the Operating Agreement) to be otherwise effected;

Retention of Professionals

FURTHER RESOLVED, that the Authorized Persons be, and each of them hereby is, authorized, directed and empowered, in the name and on behalf of the Company, to retain: (a) Jones Day; (b) Robinson, Bradshaw & Hinson, P.A.; (c) Schachter Harris LLP; (d) King & Spalding LLP; (e) Bates White, LLC; and (f) such additional professionals, including attorneys, accountants, financial advisors, actuaries, consultants or agents (together with the foregoing identified firms, the "Professionals"), as, in any Authorized Person's judgment, may be necessary, desirable or appropriate in connection with the Chapter 11 Case and other related matters, in each case, on such terms as any Authorized Person or Authorized Persons shall approve, and any Authorized Person's retention thereof to constitute conclusive evidence of such Authorized Person's approval and the necessity, desirability or appropriateness thereof;

FURTHER RESOLVED, that the law firms of Jones Day and Robinson, Bradshaw & Hinson, P.A, and any additional special or local counsel selected by the Authorized Persons, if any, be, and hereby are, authorized, empowered and directed to represent the Company, as

debtor and debtor in possession, in connection with any chapter 11 case commenced by or against it under the Bankruptcy Code;

Additional Resolutions

FURTHER RESOLVED, that, in addition to the specific authorizations heretofore conferred upon the Authorized Persons, the Authorized Persons be, and each of them hereby is, authorized with full power of delegation, in the name and on behalf of the Company, to take or cause to be taken any and all such further actions and to execute and deliver or cause to be executed or delivered, and to amend, supplement or otherwise modify from time to time, any and all such agreements, documents, certificates, instruments, statements, declarations, notices, undertakings, amendments and other writings, and to incur and to pay or direct payment of all such fees and expenses, including filing fees, as, in any Authorized Person's judgment, may be necessary, desirable or appropriate to effectuate the purpose and intent of any and all of the foregoing resolutions adopted herein, with any such action by any Authorized Person to be conclusive evidence of the necessity, desirability or appropriateness thereof;

FURTHER RESOLVED, that all acts lawfully done or actions lawfully taken by any Authorized Person, or at the direction of an Authorized Person, or by any of the Professionals, in connection with the Chapter 11 Case or any proceedings related thereto, or any matter related thereto, be, and hereby are, adopted, ratified, confirmed and approved in all respects as the acts and deeds of the Company;

FURTHER RESOLVED, that the Board and any Authorized Person be, and each of them hereby is, authorized and empowered to certify and furnish to any person or entity such copies of the resolutions set forth herein, and to certify to any person or entity that the resolutions set forth herein have been duly adopted by the Board, are in full force and effect and are in conformity with the Operating Agreement, as, in any Authorized Person's judgment, may be necessary, desirable or appropriate to implement the purposes and intent of the foregoing resolutions, with the certification and furnishing of such copies or the certification of such matters by any Authorized Person to be conclusive evidence of the necessity, desirability or appropriateness thereof; provided, however, that the certification and furnishing of such copies or the certification of such matters shall not be required for any document, instrument or agreement to be valid and binding on the Company;

FURTHER RESOLVED, that, in the event that, in any Authorized Person's judgment, a specific form of resolutions is necessary, desirable or appropriate in connection with the implementation of the purposes and intent of the foregoing resolutions, resolutions in such form be, and they hereby are, adopted by the Board as if such resolutions were expressly set forth herein and that the Authorized Persons be, and each of them hereby is, authorized and empowered to certify and furnish to any person or entity copies of such resolutions, and to certify to any person or entity that such resolutions have been duly adopted by the Board, are in full force and effect and are in conformity with the Operating Agreement, with the certification and furnishing of such copies or the certification of such matters by any Authorized Person to be conclusive evidence of the necessity, desirability or appropriateness thereof; provided, however, that the certification and furnishing of such copies or the certification of such matters shall not be required for any document, instrument or agreement to be valid and binding on the Company;

FURTHER RESOLVED, that any and all lawful actions taken or transactions entered into for, on behalf of and in the name of the Company with respect to any action contemplated by the foregoing resolutions prior to the effectiveness of these Resolutions that would have been authorized by the foregoing resolutions had they been taken after the effectiveness of these Resolutions be, and each of them hereby is, authorized, approved, adopted, ratified, consented to and confirmed in all respects for all purposes; and

FURTHER RESOLVED, that for the purposes of these resolutions, the term "Authorized Persons" means and includes (a) all managers of the Company; (b) all officers of the Company, regardless of title; and (c) all designees of any of them.

[Signature page follows]

The undersigned does hereby certify, in his capacity as Secretary of the Company, that the foregoing is a true, complete and correct copy of the resolutions adopted by the unanimous affirmative vote of the Board on the date first written above.

/s/ J. Joel Mercer, Jr.

J. Joel Mercer, Jr.

Chief Legal Officer and Secretary

UNITED STATES BANKRUPTCY COURT
WESTERN DISTRICT OF NORTH CAROLINA
CHARLOTTE DIVISION

In re

BESTWALL LLC,¹

Debtor.

Chapter 11

Case No. 17-_____

CORPORATE OWNERSHIP STATEMENT

Bestwall LLC

Check one: X DEBTOR PLAINTIFF DEFENDANT OTHER (specify): _____

Instructions: Fed. R. Bankr. P. 7007.1 requires corporate parties to an adversary proceeding, other than the debtor or a governmental unit, to file a statement of corporate ownership with the first pleading filed. Fed. R. Bankr. P. 1007(a)(1) requires corporate debtors to file with the petition a Corporate Ownership Statement containing the information described in Fed. R. Bankr. P. 7007.1. Check one of the statements set forth below and provide any information as directed.

☒ **1. The following corporations directly or indirectly own 10% or more of any class of the above named corporate debtor's equity interests:²**

Georgia-Pacific Equity Holdings LLC
133 Peachtree Street, NE
Atlanta, Georgia 30303

Georgia-Pacific Holdings, LLC
133 Peachtree Street, NE
Atlanta, Georgia 30303

Koch Industries, Inc.
4111 East 37th Street North
Wichita, Kansas 67220

¹ The last four digits of the Debtor's taxpayer identification number are 5815. The Debtor's address is 100 Peachtree Street, N.W., Atlanta, Georgia 30303.

² The corporations are listed in alphabetical order.

Koch Renewable Resources, LLC
4111 East 37th Street North
Wichita, Kansas 67220

- ☐ 2. There are no entities that directly or indirectly own 10% or more of any class of the above named corporate debtor's/party's equity interests.

Date: November 2, 2017

/s/ J. Joel Mercer, Jr.

Signature of Authorized Individual for Corporate Debtor/Party

J. Joel Mercer, Jr.

Printed Name of Authorized Individual for Corporate Debtor/Party

Chief Legal Officer and Secretary

Title of Authorized Individual for Corporate Debtor/Party

Debtor Name: Bestwall LLC

Case number (if known): _____

Debtor name <u>Bestwall LLC</u>	
United States Bankruptcy Court for the: <u>Western</u>	District of <u>N. Carolina</u> (State)
Case number (If known): _____	

☐ Check if this is an amended filing

Chapter 11 Case: List of 25 Law Firms With the Most Significant Representations of Asbestos Claimants

The following is an alphabetical list of the law firms with the most significant representations of parties with asbestos claims against Bestwall LLC, as debtor and debtor in possession (the "Debtor"), based on the volume of filings, scope of payments or related factors, across the major types of claims faced by the Debtor (the "Top Asbestos Counsel List"). Concurrently with this petition, the Debtor has filed a motion seeking authority to file this Top Asbestos Counsel List in lieu of a list of the 20 largest unsecured creditors.¹ This list does not include any person or entity who is an "insider" under section 101(31) of title 11 of the United States Code. The Top Asbestos Counsel List was prepared with information existing as of October 31, 2017. The Debtor reserves the right to amend the Top Asbestos Counsel List based on additional information it may identify. The information contained in the Top Asbestos Counsel List shall not constitute an admission by, nor shall it be binding on, the Debtor.

	Name of law firm and complete mailing address, including zip code	Name, telephone number, and email address of law firm contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim		
					Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
1	Law Offices of Peter G. Angelos, PC 100 N. Charles Street Baltimore, MD 21201	Armand Volta Tel: (410) 649-2000 avolta@lawpga.com	Asbestos Personal Injury	Disputed/ Contingent/ Unliquidated	N/A	N/A	Unliquidated
2	Baron & Budd, PC 3102 Oak Lawn Avenue Dallas, TX 75219	Steve Baron Tel: (214) 521-3605 sbaron@baronbudd.com	Asbestos Personal Injury	Disputed/ Contingent/ Unliquidated	N/A	N/A	Unliquidated
3	Belluck & Fox, LLP 546 Fifth Avenue New York, NY 10036	Joe Belluck Tel: (212) 681-1575 jbelluck@belluckfox.com	Asbestos Personal Injury	Disputed/ Contingent/ Unliquidated	N/A	N/A	Unliquidated
4	Brayton Purcell LLP 222 Rush Landing Road Novato, CA 94948	David Donadio Tel: (415) 898-1555 ddonadio@braytonlaw.com	Asbestos Personal Injury	Disputed/ Contingent/ Unliquidated	N/A	N/A	Unliquidated
5	Cooney & Conway 120 North Lasalle Street Chicago, IL 60602	Bill Fahey Tel: (888) 905-2912 bfahey@cooneyconway.com	Asbestos Personal Injury	Disputed/ Contingent/ Unliquidated	N/A	N/A	Unliquidated
6	Early, Lucarelli, Sweeney & Meisenkothen LLC One Century Tower, 11th Floor New Haven, CT 06508	Lindalea Ludwick Tel: (203) 777-7799 lpl@elslaw.com	Asbestos Personal Injury	Disputed/ Contingent/ Unliquidated	N/A	N/A	Unliquidated
7	The Ferraro Law Firm, PA 600 Brickell Avenue Miami, FL 33131	David Jagolinzer Tel: (305) 547-9800 daj@ferrarolaw.com	Asbestos Personal Injury	Disputed/ Contingent/ Unliquidated	N/A	N/A	Unliquidated

Debtor Name: Bestwall LLC					Case number (if known): _____		
	Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
					Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
8	Gori, Julian & Associates, PC 156 North Main Street Edwardsville, IL 62025	Randy L. Gori Tel: (618) 659-9833 randy@gorijulianlaw.com	Asbestos Personal Injury	Disputed/ Contingent/ Unliquidated	N/A	N/A	Unliquidated
9	Kazan, McClain, Satterley & Greenwood, PLC 55 Harrison Street, Suite 400 Oakland, CA 94607	David McClain Tel: (877) 995-6372 dmccclain@kazanlaw.com	Asbestos Personal Injury	Disputed/ Contingent/ Unliquidated	N/A	N/A	Unliquidated
10	Lanier Law Firm 6810 FM 1960 West Houston, TX 77069	W. Mark Lanier Tel: (713) 659-5200 Fax: (713) 659-2204	Asbestos Personal Injury	Disputed/ Contingent/ Unliquidated	N/A	N/A	Unliquidated
11	Levin Simes LLP 44 Montgomery Street 32 nd Floor San Francisco, CA 94104	Laurel Simes Tel: (415) 426-3000 llsimes@levinsimes.com	Asbestos Personal Injury	Disputed/ Contingent/ Unliquidated	N/A	N/A	Unliquidated
12	Levy Konigsberg LLP 800 Third Avenue New York, NY 10022	Robert I. Komitor Tel: (212) 605-6200 Fax: (212) 605-6290	Asbestos Personal Injury	Disputed/ Contingent/ Unliquidated	N/A	N/A	Unliquidated
13	Lipsitz & Ponterio, LLC 424 Main Street, Suite 1500 Buffalo, NY 14202	John N. Lipsitz Tel: (716) 849-0701 Fax: (716) 849-0708	Asbestos Personal Injury	Disputed/ Contingent/ Unliquidated	N/A	N/A	Unliquidated
14	Maune Raichle Hartley French & Mudd, LLC 1015 Locust Street Suite 1200 St. Louis, MO 63101	Christian Hartley Tel: (866) 234-7997 chartley@mrhfmllaw.com	Asbestos Personal Injury	Disputed/ Contingent/ Unliquidated	N/A	N/A	Unliquidated
15	Motley Rice LLC 28 Bridgeside Blvd. Mount Pleasant, SC 29465	Joseph F. Rice Tel: (843) 216-9000 jrice@motleyrice.com	Asbestos Personal Injury	Disputed/ Contingent/ Unliquidated	N/A	N/A	Unliquidated
16	Napoli Shkolnik PLLC 1301 Avenue of the Americas 10 th Floor New York, NY 10019	Paul J. Napoli Tel: (212) 397-1000 pnapoli@napolilaw.com	Asbestos Personal Injury	Disputed/ Contingent/ Unliquidated	N/A	N/A	Unliquidated
17	Law Offices of Peter T. Nicholl 36 South Charles St., Suite 1700 Baltimore, MD 21201	Mike Edmonds Tel: 410-244-7005 medmonds@nicholllaw.com	Asbestos Personal Injury	Disputed/ Contingent/ Unliquidated	N/A	N/A	Unliquidated
18	O'Brien Law Firm, PC 815 Geyer Avenue St. Louis, MO 63104	Andrew O'Brien Tel: (314) 588-0558 obrien@obrienlawfirm.com	Asbestos Personal Injury	Disputed/ Contingent/ Unliquidated	N/A	N/A	Unliquidated

Debtor Name: Bestwall LLC					Case number (if known): _____		
	Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
					Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
19	Shrader & Associates, L.P. 3900 Essex Lane, Suite 390 Houston, TX 77027	Justin Shrader Tel: (713) 338-9094 Fax: (713) 571-9605	Asbestos Personal Injury	Disputed/ Contingent/ Unliquidated	N/A	N/A	Unliquidated
20	Simmons Hanly Conroy LLC One Court Street Alton, IL 62002	Michael J. Angelides Tel: (618) 259-2222 mangelides@simmonsfirm.com	Asbestos Personal Injury	Disputed/ Contingent/ Unliquidated	N/A	N/A	Unliquidated
21	Simon Greenstone Panatiere Bartlett, PC 3232 McKinney Ave., Suite 610 Dallas, TX 75204	Jeffrey B. Simon Tel: (214) 276-7680 jsimon@sgpblaw.com	Asbestos Personal Injury	Disputed/ Contingent/ Unliquidated	N/A	N/A	Unliquidated
22	SWMW Law, LLC 701 Market Street, No. 1575 St. Louis, MO 63101	Ben Schmickle Tel: (314) 480-5180 ben@swmwlaw.com	Asbestos Personal Injury	Disputed/ Contingent/ Unliquidated	N/A	N/A	Unliquidated
23	Waters & Kraus, LLP 3141 Hood Street Dallas, TX 75219	Peter A. Kraus Tel: (214) 357-6244 Fax: (214) 357-7252	Asbestos Personal Injury	Disputed/ Contingent/ Unliquidated	N/A	N/A	Unliquidated
24	Weitz & Luxenberg, PC 700 Broadway New York, NY 10003	Charles Ferguson Tel: (212) 558-5500 cferguson@weitzlux.com	Asbestos Personal Injury	Disputed/ Contingent/ Unliquidated	N/A	N/A	Unliquidated
25	Law Offices of Paul A. Weykamp 16 Stenerson Lane Hunt Valley, MD 21030	Paul Weykamp Tel: 410-584-0660 Fax: 410-584-1005	Asbestos Personal Injury	Disputed/ Contingent/ Unliquidated	N/A	N/A	Unliquidated

NAI-1503150405

Fill in this information to identify the case and this filing:

Debtor Name Bestwall LLC
United States Bankruptcy Court for the: Western District of North Carolina
(State)
Case number (If known): _____

Official Form 202

Declaration Under Penalty of Perjury for Non-Individual Debtors

12/15

An individual who is authorized to act on behalf of a non-individual debtor, such as a corporation or partnership, must sign and submit this form for the schedules of assets and liabilities, any other document that requires a declaration that is not included in the document, and any amendments of those documents. This form must state the individual's position or relationship to the debtor, the identity of the document, and the date. Bankruptcy Rules 1008 and 9011.

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property by fraud in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

Declaration and signature

I am the president, another officer, or an authorized agent of the corporation; a member or an authorized agent of the partnership; or another individual serving as a representative of the debtor in this case.

I have examined the information in the documents checked below and I have a reasonable belief that the information is true and correct:

- ☐ Schedule A/B: Assets—Real and Personal Property (Official Form 206A/B)
- ☐ Schedule D: Creditors Who Have Claims Secured by Property (Official Form 206D)
- ☐ Schedule E/F: Creditors Who Have Unsecured Claims (Official Form 206E/F)
- ☐ Schedule G: Executory Contracts and Unexpired Leases (Official Form 206G)
- ☐ Schedule H: Codebtors (Official Form 206H)
- ☐ Summary of Assets and Liabilities for Non-Individuals (Official Form 206Sum)
- ☐ Amended Schedule _____
- ☐ Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 20 Largest Unsecured Claims and Are Not Insiders (Official Form 204)
- ☒ Other document that requires a declaration LIST OF 25 LAW FIRMS WITH THE MOST SIGNIFICANT REPRESENTATIONS OF ASBESTOS CLAIMANTS

I declare under penalty of perjury that the foregoing is true and correct.

Executed on 11/02/2017
MM / DD / YYYY

X

/s/ J. Joel Mercer, Jr.

Signature of individual signing on behalf of debtor

J. Joel Mercer, Jr.

Printed name

Chief Legal Officer and Secretary

Position or relationship to debtor

**UNITED STATES BANKRUPTCY COURT
WESTERN DISTRICT OF NORTH CAROLINA
CHARLOTTE DIVISION**

In re

BESTWALL LLC,¹

Debtor.

Chapter 11

Case No. 17-_____

MASTER CREDITORS LIST

Bestwall LLC, as debtor and debtor in possession in the above-captioned chapter 11 case (the "Debtor"), filed a petition in this Court on the date hereof for relief under chapter 11 of title 11 of the United States Code (the "Voluntary Petition"). In accordance with Rule 1007(a) of the Federal Rules of Bankruptcy Procedure and Rule 1007-1 of the Rules of Practice and Procedure of the United States Bankruptcy Court for the Western District of North Carolina, the Debtor filed concurrently herewith a matrix of the names and addresses of creditors, potential creditors and other parties in interest (the "Master Creditors List"). The Master Creditors List has been prepared from the books and records of the Debtor, and contains only those parties whose names and addresses were maintained in the databases of the Debtor or were otherwise readily ascertainable by the Debtor prior to the commencement of this chapter 11 case. The Debtor will update the Master Creditors List as more information becomes available.

Contemporaneously with the filing of the Voluntary Petition, the Debtor filed a motion (the "Motion") requesting, among other things, authority to serve all notices, mailings or other documents required to be provided to creditors who are claimants in asbestos-related lawsuits or other proceedings involving the Debtor, or who have similar claims asserted through counsel (collectively, the "Asbestos Claimants"), on the Asbestos Claimants in care of their counsel at such counsel's address in lieu of service on the individual Asbestos Claimants at their personal addresses. Accordingly, the Master Creditors List includes the addresses of counsel for each of the Asbestos Claimants rather than the addresses of each individual Asbestos Claimant.

Certain of the creditors listed on the Master Creditors List may not hold outstanding claims against the Debtor and therefore may not be creditors in the Debtor's bankruptcy case. By filing the Master Creditors List, the Debtor is not acknowledging that any listed party is a creditor, nor is it waiving or otherwise affecting its right to object to the extent, validity or enforceability of the claims, if any, held or asserted by the parties listed on the Master Creditors List.

¹ The last four digits of the Debtor's taxpayer identification number are 5815. The Debtor's address is 100 Peachtree Street, N.W., Atlanta, Georgia 30303.

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United States Bankruptcy Court for the: Western District of North Carolina
(State)
Case number (If known): _____

Official Form 202

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Declaration and signature

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I have examined the information in the documents checked below and I have a reasonable belief that the information is true and correct:

- ☐ *Schedule A/B: Assets—Real and Personal Property* (Official Form 206A/B)
- ☐ *Schedule D: Creditors Who Have Claims Secured by Property* (Official Form 206D)
- ☐ *Schedule E/F: Creditors Who Have Unsecured Claims* (Official Form 206E/F)
- ☐ *Schedule G: Executory Contracts and Unexpired Leases* (Official Form 206G)
- ☐ *Schedule H: Codebtors* (Official Form 206H)
- ☐ *Summary of Assets and Liabilities for Non-Individuals* (Official Form 206Sum)
- ☐ Amended Schedule _____
- ☐ *Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 20 Largest Unsecured Claims and Are Not Insiders* (Official Form 204)
- ☒ Other document that requires a declaration MASTER CREDITORS LIST

I declare under penalty of perjury that the foregoing is true and correct.

Executed on 11/02/2017
MM / DD / YYYY

X

/s/ J. Joel Mercer, Jr.

Signature of individual signing on behalf of debtor

J. Joel Mercer, Jr.

Printed name

Chief Legal Officer and Secretary

Position or relationship to debtor